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Attorneys for Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

DORIS STAEHR, Derivatively On Behalf of  
 THE CLOROX COMPANY,

Plaintiff,

v.

FRANK A. TATASEO, LAWRENCE S.  
 PEIROS, GEORGE C. ROETH, STEVEN S.  
 SILBERBLATT, KEITH R. TANDOWSKY,  
 GREGORY S. FRANK, WAYNE L. DELKER,  
 DANIEL J. HEINRICH, LAURA STEIN,  
 WARWICK EVERY-BURNS, LARY R. SCOTT,  
 GARY G. MICHAEL, DANIEL BOGGAN, JR.,  
 TULLY M. FRIEDMAN, ROBERT W.  
 MATSCHULLAT, JAN L. MURLEY,  
 MICHAEL E. SHANNON, CAROLYN M.  
 TICKNOR, PAMELA THOMAS GRAHAM,  
 GEORGE J. HARAD, G. CRAIG SULLIVAN,  
 GERALD E. JOHNSTON, WILLIAM F.  
 AUSFAHL, JOHN W. COLLINS, ANTHONY  
 W. BIEBL, JANET M. BRADY, KAREN M.  
 ROSE, RICHARD T. CONTI,  
 [Caption continued on following page],

DERIVATIVE ACTION

Case No. C-06-7370-MJJ

**STIPULATION AND  
~~[PROPOSED]~~ ORDER (1)  
 EXTENDING TIME FOR  
 PLAINTIFF TO OPPOSE THE  
 CLOROX COMPANY'S MOTION  
 TO DISMISS AND (2)  
 RESCHEDULING THE CASE  
 MANAGEMENT CONFERENCE**

Judge: Honorable Martin J. Jenkins  
 Dept: Courtroom 11, 19th Floor

1 GLENN R. SAVAGE, DAVID G. MATZ,  
2 SCOTT A. WEISS, SCOTT D. HOUSE,  
3 DANIEL G. SIMPSON, PETER D. BEWLEY,  
4 EDWARD A. CUTTER, PAMELA FLETCHER,  
5 C. A. WOLFE, EDWARD L. SCARFF, DEAN O.  
6 MORTON, CHRISTOPH HENKEL, URSULA  
FAIRCHILD, FORREST N. SHUMWAY,  
JAMES A. VOHS, JUERGEN MANCHOT,  
JOCHEN KRAUTTER, KLAUS MORWIND,  
ELAINE L. CHAO, WILLIAM R. JOHNSON,  
and DOES 1-25, inclusive,

7 Defendants,

8 -and-

9 THE CLOROX COMPANY, a Delaware  
10 Corporation,

11 Nominal Defendant.

## STIPULATION

Pursuant to Northern District of California Civil Local Rules 6-1, 6-2, 7-12, 16-2(e), and paragraph 7 of the Court's Standing Order, Plaintiff Doris Staehr, Nominal Defendant The Clorox Company ("Clorox"), and the other defendants who have been served to date, which include, Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe ("Individual Defendants"), hereby stipulate as follows:

1. On November 3, 2006, Plaintiff filed her Amended Shareholder Derivative Amended Complaint (the "Amended Complaint"), which was removed to this Court on December 1, 2006. *Eth Declaration*. ¶ 2.<sup>1</sup>

2. In her Amended Complaint, Plaintiff asserts derivative claims on behalf of Clorox against the Individual Defendants. *Id.* ¶ 3.

3. On December 22, 2006, Clorox moved to dismiss the Amended Complaint pursuant to Federal Rules of Civil Procedure 23.1 and 41(b), approximately one month before the January 19, 2007 response deadline established by the parties' stipulation, which this Court granted on December 6, 2006. *Id.* ¶ 4.

4. On January 10, 2007, this Court granted the parties' stipulation extending the time for plaintiffs to respond to Clorox's motion to dismiss and extending the time for the Individual

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<sup>1</sup> Citations to the "Eth Declaration" are to the Declaration of Jordan Eth (*see* Docket Item No. 17) that is being filed concurrently with and in support of this Stipulation pursuant to the requirements of the Court's Standing Order.

Defendants to respond to the Amended Complaint unless and until thirty days after the Court makes the threshold determinations that demand on the Clorox's Board of Directors is excused and Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox against the Individual Defendants. *Id.* ¶ 5; Docket Item No. 15.

5. Plaintiff has requested additional time to oppose Clorox's motion to dismiss and Defendants are willing to provide Plaintiff additional time to oppose the motion, subject to the Court's approval. Eth Decl. ¶ 6.

6. A Case Management Conference is presently scheduled for March 6, 2007. *Id.* ¶ 7.

7. In light of the pendency of Clorox's motion to dismiss under Federal Rule of Civil Procedure 23.1, the parties agree that it is premature to discuss the issues set forth in Federal Rules of Civil Procedure 16 and 26, and believe that the ends of justice will be best served if the Case Management Conference is not held unless and until 45 days after the Court rules that Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox against the Individual Defendants. *Id.* ¶ 8.

8. By entering into this Stipulation, the Specially-Appearing Defendants do not waive, and expressly reserve, any jurisdictional defenses that they may have.

THEREFORE, the parties hereby stipulate, subject to the Court's approval, that:

1. Plaintiff shall file her opposition brief to Clorox's motion to dismiss, if any, on or before April 10, 2007.

2. Clorox shall file its reply brief on or before May 8, 2007.

3. The hearing on Clorox's motion to dismiss shall be reset from March 27, 2007, to May 22, 2007, at 9:30 a.m., or as soon thereafter as convenient for the Court.

4. The Case Management Conference presently scheduled for March 6, 2007, shall not be held unless and until 45 days after the Court rules that Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox against the Individual Defendants.

1  
2 Dated: February 7, 2007

MORRISON & FOERSTER LLP  
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Telephone: (415) 268-7000  
Fax: (415) 268-7522

6 By: /s/ Jordan Eth [e-filing signature]

7 Attorneys for Nominal Defendant The Clorox  
Company; Defendants Daniel Boggan, Jr., Richard  
8 T. Conti, Tully M. Friedman, Daniel J. Heinrich,  
Gerald E. Johnston, Robert W. Matschullat, Dean  
9 O. Morton, Lawrence S. Peiros, Karen M. Rose,  
Lary R. Scott, G. Craig Sullivan, and Carolyn M.  
10 Ticknor; and Specially Appearing Defendants  
William F. Ausfahl, Peter Bewley, Anthony W.  
11 Biebl, Janet M. Brady, John W. Collins, Edward A.  
Cutter, Wayne Delker, Warwick Every-Burns, Pam  
12 Fletcher, Gregory Frank, George J. Harad,  
Christoph Henkel, William R. Johnson, David  
13 Matz, Gary G. Michael, Klaus Morwind, Jan L.  
Murley, George C. Roeth, Glenn Savage, Edward  
14 L. Scarff, Michael E. Shannon, Forest N.  
Shumway, Daniel G. Simpson, Laura Stein, Frank  
15 Tataseo, Pamela Thomas-Graham, James A. Vohs,  
Scott Weiss, and C.A. Wolfe

17 DATED: February 7, 2007

18 ROBBINS UMEDA & FINK, LLP  
610 West Ash Street, Suite 1800  
San Diego, CA 92101  
19 Telephone: (619) 525-3990  
20 Fax: (619) 525-3991

22 By: /s/ Marc M. Umeda [e-filing signature]

23 Attorneys for Plaintiff

~~[PROPOSED]~~ ORDER

On the stipulation of the parties, and good cause appearing,

IT IS SO ORDERED this 12th Day of February, 2007.



\_\_\_\_\_  
Honorable Martin J. Jenkins  
UNITED STATES DISTRICT COURT JUDGE

**ECF ATTESTATION**

I, Mark Foster, am the ECF User whose ID and Password are being used to file this:

**STIPULATION AND [PROPOSED] ORDER (1) EXTENDING TIME FOR  
PLAINTIFF TO OPPOSE THE CLOROX COMPANY'S MOTION TO DISMISS  
AND (2) RESCHEDULING THE CASE MANAGEMENT CONFERENCE.**

In compliance with General Order 45, X.B., I hereby attest that Jordan Eth and Marc M. Umeda have concurred in this filing.

DATED: February 7, 2007

MORRISON & FOERSTER LLP

By: /s/ Mark Foster [e-filing signature]